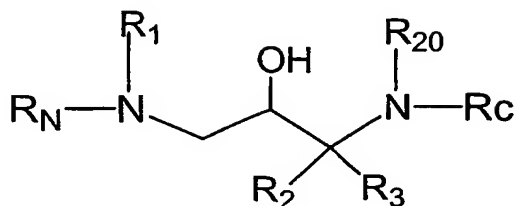


What is claimed is:

1. A compound of the formula I:



5

or a pharmaceutically acceptable salt or ester thereof, wherein R₂₀ is H, C₁₋₆ alkyl or alkenyl, C₁₋₆ haloalkyl or C₄₋₇ cycloalkyl;

R₁ is -(CH₂)₁₋₂-S(O)₀₋₂-(C₁₋₆ alkyl), or

10

C₁₋₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, =O, -SH, -C≡N, -CF₃, -C₁₋₃ alkoxy, amino, mono- or dialkylamino, -N(R)C(O)R', -OC(=O)-amino and -OC(=O)-mono- or dialkylamino, or

15

C₂₋₆ alkenyl or C₂₋₆ alkynyl, each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁₋₃ alkoxy, amino, and mono- or dialkylamino, or

20

aryl, heteroaryl, heterocyclyl, -C₁₋₆ alkyl-aryl, -C₁₋₆ alkyl-heteroaryl, or -C₁₋₆ alkyl-heterocyclyl, where the ring portions of each are optionally substituted with 1, 2, 3, or 4 groups independently selected from halogen, -OH, -SH, -C≡N, -NR₁₀₅R'₁₀₅, -CO₂R, -N(R)COR', or -N(R)SO₂R', -C(=O)-(C₁₋₄) alkyl, -SO₂-amino, -SO₂-mono or dialkylamino, -C(=O)-amino, -C(=O)-mono or dialkylamino, -SO₂-(C₁₋₄) alkyl, or C₁₋₆ alkoxy optionally substituted with 1, 2, or 3 groups which are independently selected from halogen, or

25

C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, -C₁-C₆ alkyl and mono- or dialkylamino, or

C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, -C₁-C₃ alkoxy, amino, mono- or dialkylamino and -C₁-C₃ alkyl, or

C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, C₁-C₆ alkyl and mono- or dialkylamino; and the heterocyclyl group is optionally further substituted with oxo;

R and R' independently are hydrogen, C₁-C₁₀ alkyl, C₁-C₁₀ alkylaryl or C₁-C₁₀ alkylheteroaryl;

R_C is hydrogen, -(CR₂₄₅R₂₅₀)₀₋₄-aryl, -(CR₂₄₅R₂₅₀)₀₋₄-heteroaryl, -(CR₂₄₅R₂₅₀)₀₋₄-heterocyclyl, -(CR₂₄₅R₂₅₀)₀₋₄-aryl-heteroaryl, -(CR₂₄₅R₂₅₀)₀₋₄-aryl-heterocyclyl, -(CR₂₄₅R₂₅₀)₀₋₄-aryl-aryl, -(CR₂₄₅R₂₅₀)₀₋₄-heteroaryl-aryl, -(CR₂₄₅R₂₅₀)₀₋₄-heteroaryl-heterocyclyl, -(CR₂₄₅R₂₅₀)₀₋₄-heteroaryl-heteroaryl, -(CR₂₄₅R₂₅₀)₀₋₄-heterocyclyl-heteroaryl, -(CR₂₄₅R₂₅₀)₀₋₄-heterocyclyl-heterocyclyl, -(CR₂₄₅R₂₅₀)₀₋₄-heterocyclyl-aryl, -[C(R₂₅₅)(R₂₆₀)]₁₋₃-CO-N-(R₂₅₅)₂, -CH(aryl)₂, -CH(heteroaryl)₂, -CH(heterocyclyl)₂, -CH(aryl)(heteroaryl), -(CH₂)₀₋₁-CH((CH₂)₀₋₆-OH)-(CH₂)₀₋₁-aryl, -(CH₂)₀₋₁-CH((CH₂)₀₋₆-OH)-(CH₂)₀₋₁-heteroaryl, -CH(-aryl or -heteroaryl)-CO-O(C₁-C₄ alkyl), -CH(-CH₂-OH)-CH(OH)-phenyl-NO₂, (C₁-C₆ alkyl)-O-(C₁-C₆ alkyl)-OH; -CH₂-NH-CH₂-CH(-O-CH₂-CH₃)₂, -(CH₂)₀₋₆-C(=NR₂₃₅)(NR₂₃₅R₂₄₀), or

C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of R₂₀₅, -OC=ONR₂₃₅R₂₄₀, -S(=O)₀₋₂(C₁-C₆ alkyl), -SH, -NR₂₃₅C=ONR₂₃₅R₂₄₀, -C=ONR₂₃₅R₂₄₀, and -S(=O)₂NR₂₃₅R₂₄₀, or

-(CH₂)₀₋₃-(C₃-C₈) cycloalkyl wherein the cycloalkyl is optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of R₂₀₅, -CO₂H, and -CO₂-(C₁-C₄ alkyl), or

5 cyclopentyl, cyclohexyl, or cycloheptyl ring fused to aryl, heteroaryl, or heterocyclyl wherein one, two or three carbons of the cyclopentyl, cyclohexyl, or cycloheptyl is optionally replaced with a heteroatom independently selected from NH, NR₂₁₅, O, or S(=O)₀₋₂, and wherein the cyclopentyl, cyclohexyl, or cycloheptyl group can be optionally substituted with one or two groups that are independently R₂₀₅, =O, -CO-NR₂₃₅R₂₄₀, or -SO₂-(C₁-C₄ alkyl), or

10 C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl, each of which is optionally substituted with 1, 2, or 3 R₂₀₅ groups, wherein

each aryl and heteroaryl is optionally substituted with 1, 2, or 3 R₂₀₀, and wherein each heterocyclyl is optionally substituted with 1, 2, 3, or 4 R₂₁₀;

20 R₂₀₀ at each occurrence is independently selected from -OH, -NO₂, halogen, -CO₂H, C≡N, -(CH₂)₀₋₄-CO-NR₂₂₀R₂₂₅, -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkenyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkynyl), -(CH₂)₀₋₄-CO-(C₃-C₇ cycloalkyl), -(CH₂)₀₋₄-CO-aryl, -(CH₂)₀₋₄-CO-heteroaryl, -(CH₂)₀₋₄-CO-heterocyclyl, -(CH₂)₀₋₄-CO-O-R₂₁₅, -(CH₂)₀₋₄-SO₂-NR₂₂₀R₂₂₅, -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl), -(CH₂)₀₋₄-SO₂-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-SO₂-(C₃-C₇ cycloalkyl), -(CH₂)₀₋₄-N(H or R₂₁₅)-CO-O-R₂₁₅, -(CH₂)₀₋₄-N(H or R₂₁₅)-CO-N(R₂₁₅)₂, -(CH₂)₀₋₄-N-CS-N(R₂₁₅)₂, -(CH₂)₀₋₄-N(-H or R₂₁₅)-CO-R₂₂₀, -(CH₂)₀₋₄-NR₂₂₀R₂₂₅,
 25 -(CH₂)₀₋₄-O-CO-(C₁-C₆ alkyl), -(CH₂)₀₋₄-O-P(O)-(OR₂₄₀)₂, -(CH₂)₀₋₄-O-CO-N(R₂₁₅)₂, -(CH₂)₀₋₄-O-CS-N(R₂₁₅)₂, -(CH₂)₀₋₄-O-(R₂₁₅), -(CH₂)₀₋₄-O-(R₂₁₅)-COOH, -(CH₂)₀₋₄-S-(R₂₁₅), -(CH₂)₀₋₄-O-(C₁-C₆ alkyl optionally substituted with 1, 2, 3, or 5 -F), C₃-C₇ cycloalkyl, -(CH₂)₀₋₄-N(H or R₂₁₅)-SO₂-R₂₂₀, -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, or

C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 R₂₀₅ groups, or

C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl, each of which is optionally substituted with 1 or 2 R₂₀₅ groups, wherein

the aryl and heteroaryl groups at each occurrence are optionally substituted with 1, 2, or 3 groups that are independently R₂₀₅, R₂₁₀, or

C₁-C₆ alkyl substituted with 1, 2, or 3 groups that are independently R₂₀₅ or R₂₁₀, and wherein

the heterocyclyl group at each occurrence is optionally substituted with 1, 2, or 3 groups that are independently R₂₁₀;

R₂₀₅ at each occurrence is independently selected from C₁-C₆ alkyl, halogen, -OH, -O-phenyl, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, NH₂, NH(C₁-C₆ alkyl) or N-(C₁-C₆ alkyl)(C₁-C₆ alkyl);

R₂₁₀ at each occurrence is independently selected from halogen, C₁-C₆ alkoxy, C₁-C₆ haloalkoxy, -NR₂₂₀R₂₂₅, OH, C≡N, -CO-(C₁-C₄ alkyl), -SO₂-NR₂₃₅R₂₄₀, -CO-NR₂₃₅R₂₄₀, -SO₂-(C₁-C₄ alkyl), =O, or

C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl or C₃-C₇ cycloalkyl, each of which is optionally substituted with 1, 2, or 3 R₂₀₅ groups;

R₂₁₅ at each occurrence is independently selected from C₁-C₆ alkyl, -(CH₂)₀₋₂-(aryl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₇ cycloalkyl, and -(CH₂)₀₋₂-(heteroaryl), -(CH₂)₀₋₂-(heterocyclyl), wherein

the aryl group at each occurrence is optionally substituted with 1, 2, or 3 groups that are independently R₂₀₅ or R₂₁₀, and wherein

the heterocyclyl and heteroaryl groups at each occurrence are optionally substituted with 1, 2, or 3 R₂₁₀;

R₂₂₀ and R₂₂₅ at each occurrence are independently selected from -H, -C₃-C₇ cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), -

(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl), -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -C₁-C₆ alkyl chain with one double bond and one triple bond, -aryl, -heteroaryl, and -heterocyclyl, or -C₁-C₁₀ alkyl optionally substituted with -OH, -NH₂ or halogen, wherein

the aryl, heterocyclyl and heteroaryl groups at each occurrence are optionally substituted with 1, 2, or 3 R₂₇₀ groups

R₂₃₅ and R₂₄₀ at each occurrence are independently H, or C₁-C₆ alkyl;

R₂₄₅ and R₂₅₀ at each occurrence are independently selected from -H, C₁-C₄ alkyl, C₁-C₄ alkylaryl, C₁-C₄ alkylheteroaryl, C₁-C₄ hydroxyalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, and phenyl; or

R₂₄₅ and R₂₅₀ are taken together with the carbon to which they are attached to form a carbocycle of 3, 4, 5, 6, or 7 carbon atoms, where one carbon atom is optionally replaced by a heteroatom selected from -O-, -S-, -SO₂-, and -NR₂₂₀-;

R₂₅₅ and R₂₆₀ at each occurrence are independently selected from -H, -(CH₂)₁₋₂-S(O)₀₋₂-(C₁-C₆ alkyl), -(C₁-C₄ alkyl)-aryl, -(C₁-C₄ alkyl)-heteroaryl, -(C₁-C₄ alkyl)-heterocyclyl, -aryl, -heteroaryl, -heterocyclyl, -(CH₂)₁₋₄-R₂₆₅-(CH₂)₀₋₄-aryl, -(CH₂)₁₋₄-R₂₆₅-(CH₂)₀₋₄-heteroaryl, -(CH₂)₁₋₄-R₂₆₅-(CH₂)₀₋₄-heterocyclyl, or

C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl or -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, each of which is optionally substituted with 1, 2, or 3 R₂₀₅ groups, wherein

each aryl or phenyl is optionally substituted with 1, 2, or 3 groups that are independently R₂₀₅, R₂₁₀, or

C₁-C₆ alkyl substituted with 1, 2, or 3 groups that are independently R₂₀₅ or R₂₁₀, and wherein

each heterocyclyl is optionally substituted with 1, 2, 3, or 4 R₂₁₀;

R₂₆₅ at each occurrence is independently -O-, -S- or -N(C₁-C₆ alkyl)-;

R₂₇₀ at each occurrence is independently R₂₀₅, halogen C₁-C₆ alkoxy, C₁-C₆ haloalkoxy, NR₂₃₅R₂₄₀, -OH, -C≡N, -CO-(C₁-C₄ alkyl), -SO₂-NR₂₃₅R₂₄₀, -CO-NR₂₃₅R₂₄₀, -SO₂-(C₁-C₄ alkyl), =O, or

C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl or -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, each of which is optionally substituted with 1, 2, or 3 R₂₀₅ groups;

10 R_N is R'₁₀₀, -C(=O)-NR₁₀₀-R'₁₀₀, -C(=O)O-R'₁₀₀, -SO₂R'₁₀₀, -(CRR')₁₋₆R'₁₀₀, -C(=O)-(CRR')₀₋₆R₁₀₀, -C(=O)-(CRR')₁₋₆O-R'₁₀₀, -C(=O)-(CRR')₁₋₆-S-R'₁₀₀, -C(=O)-(CRR')₁₋₆-C(=O)-R₁₀₀, -C(=O)-(CRR')₁₋₆-SO₂-R₁₀₀, -C(=O)-(CRR')₁₋₆-NR₁₀₀-R'₁₀₀, or

$$\begin{array}{c} \text{Y}-\text{Z}-\text{X}'-(\text{CH}_2)_{n7}-\text{CHC}(\text{O})- \\ | \\ \text{R}_4 \end{array}$$

wherein

15 R₄ is selected from the group consisting of H; NH₂; -NH-(CH₂)_{n6}-R₄₋₁; -NHR₈; -NR₅₀C(O)R₅; C₁-C₄ alkyl-NHC(O)R₅; -(CH₂)₀₋₄R₈; -O-C₁-C₄ alkanoyl; OH; C₆-C₁₀ aryloxy optionally substituted with 1, 2, or 3 groups that are independently halogen, C₁-C₄ alkyl, -CO₂H, -C(O)-C₁-C₄ alkoxy, or C₁-C₄ alkoxy; C₁-C₆ alkoxy; aryl C₁-C₄ alkoxy; -NR₅₀CO₂R₅₁; -C₁-C₄ alkyl-NR₅₀CO₂R₅₁; -C≡N; -CF₃; -CF₂-CF₃; -C≡CH; -CH₂-CH=CH₂; -(CH₂)₁₋₄-R₄₋₁; -(CH₂)₁₋₄-NH-R₄₋₁; -O-(CH₂)_{n6}-R₄₋₁; -S-(CH₂)_{n6}-R₄₋₁; -(CH₂)₀₋₄-NHC(O)-(CH₂)₀₋₆-R₅₂; -(CH₂)₀₋₄-R₅₃-(CH₂)₀₋₄-R₅₄;

wherein

25 n₆ is 0, 1, 2, or 3;

n₇ is 0, 1, 2, or 3;

R₄₋₁ is selected from the group consisting of -SO₂-(C₁-C₈ alkyl), -SO-(C₁-C₈ alkyl), -S-(C₁-C₈ alkyl), -S-CO-(C₁-C₆ alkyl), -SO₂-NR₄₋₂R₄₋₃; -CO-C₁-C₂ alkyl; -CO-NR₄₋₃R₄₋₄;

R₄₋₂ and R₄₋₃ are independently H, C₁-C₃ alkyl, or C₃-C₆ cycloalkyl;

R₄₋₄ is alkyl, arylalkyl, alkanoyl, or arylalkanoyl;

R₄₋₆ is-H or C₁-C₆ alkyl;

R₅ is selected from the group consisting of C₃-C₇ cycloalkyl; C₁-C₆ alkyl optionally substituted with 1, 2, or 3 groups that are independently halogen, -NR₆R₇, C₁-C₄ alkoxy, C₅-C₆ heterocycloalkyl, C₅-C₆ heteroaryl, C₆-C₁₀ aryl, C₃-C₇ cycloalkyl C₁-C₄ alkyl, -S-C₁-C₄ alkyl, -SO₂-C₁-C₄ alkyl, -CO₂H, -CONR₆R₇, -CO₂-C₁-C₄ alkyl, C₆-C₁₀ aryloxy; heteroaryl optionally substituted with 1, 2, or 3 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, C₁-C₄ haloalkyl, or OH; heterocycloalkyl optionally substituted with 1, 2, or 3 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, or C₂-C₄ alkanoyl; aryl optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, OH, C₁-C₄ alkyl, C₁-C₄ alkoxy, or C₁-C₄ haloalkyl; and -NR₆R₇; wherein

R₆ and R₇ are independently selected from the group consisting of H, C₁-C₆ alkyl, C₂-C₆ alkanoyl, phenyl, -SO₂-C₁-C₄ alkyl, phenyl C₁-C₄ alkyl;

R₈ is selected from the group consisting of -SO₂-heteroaryl, -SO₂-aryl, -SO₂-heterocycloalkyl, -SO₂-C₁-C₁₀ alkyl, -C(O)NHR₉, heterocycloalkyl, -S-C₁-C₆ alkyl, -S-C₂-C₄ alkanoyl, wherein

R₉ is aryl C₁-C₄ alkyl, C₁-C₆ alkyl, or H;

R₅₀ is H or C₁-C₆ alkyl;

R₅₁ is selected from the group consisting of aryl C₁-C₄ alkyl; C₁-C₆ alkyl optionally substituted with 1, 2, or 3 groups that are independently halogen, cyano, heteroaryl, -NR₆R₇, -C(O)NR₆R₇, C₃-C₇ cycloalkyl, or -C₁-C₄ alkoxy; heterocycloalkyl optionally substituted with 1 or 2 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, C₂-C₄ alkanoyl, aryl C₁-C₄ alkyl, and -SO₂ C₁-C₄ alkyl; alkenyl; alkynyl; heteroaryl optionally substituted with 1, 2, or 3 groups that are independently OH, C₁-

C₄ alkyl, C₁-C₄ alkoxy, halogen, NH₂, NH(C₁-C₆ alkyl) or N(C₁-C₆ alkyl)(C₁-C₆ alkyl); heteroarylalkyl optionally substituted with 1, 2, or 3 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, NH₂, NH(C₁-C₆ alkyl) or N(C₁-C₆ alkyl)(C₁-C₆ alkyl); aryl; heterocycloalkyl; C₃-C₈ cycloalkyl; and cycloalkylalkyl; wherein the aryl, heterocycloalkyl, C₃-C₈ cycloalkyl, and cycloalkylalkyl groups are optionally substituted with 1, 2, 3, 4 or 5 groups that are independently halogen, CN, NO₂, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₂-C₆ alkanoyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, hydroxy, C₁-C₆ hydroxyalkyl, C₁-C₆ alkoxy C₁-C₆ alkyl, C₁-C₆ thioalkoxy, C₁-C₆ thioalkoxy C₁-C₆ alkyl, or C₁-C₆ alkoxy C₁-C₆ alkoxy;

R₅₂ is heterocycloalkyl, heteroaryl, aryl, cycloalkyl, -S(O)₀₋₂-C₁-C₆ alkyl, CO₂H, -C(O)NH₂, -C(O)NH(alkyl), -C(O)N(alkyl)(alkyl), -CO₂-alkyl, -NHS(O)₀₋₂-C₁-C₆ alkyl, -N(alkyl)S(O)₀₋₂-C₁-C₆ alkyl, -S(O)₀₋₂-heteroaryl, -S(O)₀₋₂-aryl, -NH(arylalkyl), -N(alkyl)(arylalkyl), thioalkoxy, or alkoxy, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkyl, alkoxy, thioalkoxy, halogen, haloalkyl, haloalkoxy, alkanoyl, NO₂, CN, alkoxycarbonyl, or aminocarbonyl;

R₅₃ is absent, -O-, -C(O)-, -NH-, -N(alkyl)-, -NH-S(O)₀₋₂-, -N(alkyl)-S(O)₀₋₂-, -S(O)₀₋₂-NH-, -S(O)₀₋₂-N(alkyl)-, -NH-C(S)-, or -N(alkyl)-C(S)-;

R₅₄ is heteroaryl, aryl, arylalkyl, heterocycloalkyl, CO₂H, -CO₂-alkyl, -C(O)NH(alkyl), -C(O)N(alkyl)(alkyl), -C(O)NH₂, C₁-C₈ alkyl, OH, aryloxy, alkoxy, arylalkoxy, NH₂, NH(alkyl), N(alkyl)(alkyl), or -C₁-C₆ alkyl-CO₂-C₁-C₆ alkyl, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkyl, alkoxy, CO₂H, -CO₂-alkyl, thioalkoxy, halogen, haloalkyl, haloalkoxy,

hydroxyalkyl, alkanoyl, NO₂, CN, alkoxycarbonyl, or aminocarbonyl;

X' is selected from the group consisting of -C₁-C₆ alkylidenyl optionally optionally substituted with 1, 2, or 3 methyl groups; and -NR₄₋₆-; or

R₄ and R₄₋₆ combine to form -(CH₂)_{n10}-, wherein
n₁₀ is 1, 2, 3, or 4;

Z is selected from the group consisting of a bond; SO₂; SO; S; and C(O);

Y is selected from the group consisting of H; C₁-C₄ haloalkyl; C₅-C₆ heterocycloalkyl; C₆-C₁₀ aryl; OH; -N(Y₁)(Y₂); C₁-C₁₀ alkyl optionally substituted with 1 thru 3 substituents which can be the same or different and are selected from the group consisting of halogen, hydroxy, alkoxy, thioalkoxy, and haloalkoxy; C₃-C₈ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from C₁-C₃ alkyl, and halogen; alkoxy; aryl optionally substituted with halogen, alkyl, alkoxy, CN or NO₂; arylalkyl optionally substituted with halogen, alkyl, alkoxy, CN or NO₂; wherein

Y₁ and Y₂ are the same or different and are H; C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 substituents selected from the group consisting of halogen, C₁-C₄ alkoxy, C₃-C₈ cycloalkyl, and OH; C₂-C₆ alkenyl; C₂-C₆ alkanoyl; phenyl; -SO₂-C₁-C₄ alkyl; phenyl C₁-C₄ alkyl; or C₃-C₈ cycloalkyl C₁-C₄ alkyl; or

Y₁, Y₂ and the nitrogen to which they are attached form a ring selected from the group consisting of piperazinyl, piperidinyl, morpholinyl, and pyrrolidinyl, wherein each ring is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ alkoxy C₁-C₆ alkyl, or halogen;

R₁₀₀ and R'₁₀₀ independently represent aryl, heteroaryl, -aryl-W-aryl, -aryl-W-heteroaryl, -aryl-W-heterocyclyl, -heteroaryl-W-aryl, -heteroaryl-W-heteroaryl,

-heteroaryl-W- heterocyclyl, -heterocyclyl-W-aryl,
 -heterocyclyl-W-heteroaryl, -heterocyclyl-W-heterocyclyl,
 -CH[(CH₂)₀₋₂-O-R₁₅₀] - (CH₂)₀₋₂-aryl, -CH[(CH₂)₀₋₂-O-R₁₅₀] - (CH₂)₀₋₂-heterocyclyl or -CH[(CH₂)₀₋₂-O-R₁₅₀] - (CH₂)₀₋₂-heteroaryl,
 5 where the ring portions of each are optionally substituted with 1, 2, or 3 groups independently selected from

-OR, -NO₂, halogen, -C≡N, -OCF₃, -CF₃, -(CH₂)₀₋₄-O-P(=O)(OR)(OR'), -(CH₂)₀₋₄-CO-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-O-(CH₂)₀₋₄-CONR₁₀₂R'₁₀₂, -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkenyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkynyl),
 10 -(CH₂)₀₋₄-CO-(CH₂)₀₋₄(C₃-C₇ cycloalkyl), -(CH₂)₀₋₄-R₁₁₀, -(CH₂)₀₋₄-R₁₂₀, -(CH₂)₀₋₄-R₁₃₀, -(CH₂)₀₋₄-CO-R₁₁₀, -(CH₂)₀₋₄-CO-R₁₂₀, -(CH₂)₀₋₄-CO-R₁₃₀, -(CH₂)₀₋₄-CO-R₁₄₀, -(CH₂)₀₋₄-CO-O-R₁₅₀, -(CH₂)₀₋₄-SO₂-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl), -(CH₂)₀₋₄-SO₂-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-SO₂-(CH₂)₀₋₄-(C₃-C₇ cycloalkyl), -(CH₂)₀₋₄-N(R₁₅₀)-CO-O-R₁₅₀, -(CH₂)₀₋₄-N(R₁₅₀)-CO-N(R₁₅₀)₂, -(CH₂)₀₋₄-N(R₁₅₀)-CS-N(R₁₅₀)₂, -(CH₂)₀₋₄-N(R₁₅₀)-CO-R₁₀₅, -(CH₂)₀₋₄-NR₁₀₅R'₁₀₅,
 15 -(CH₂)₀₋₄-R₁₄₀, -(CH₂)₀₋₄-O-CO-(C₁-C₆ alkyl), -(CH₂)₀₋₄-O-P(O)-(O-R₁₁₀)₂, -(CH₂)₀₋₄-O-CO-N(R₁₅₀)₂, -(CH₂)₀₋₄-O-CS-N(R₁₅₀)₂, -(CH₂)₀₋₄-O-(R₁₅₀), -(CH₂)₀₋₄-O-R₁₅₀'-COOH, -(CH₂)₀₋₄-S-(R₁₅₀), -(CH₂)₀₋₄-N(R₁₅₀)-SO₂-R₁₀₅, -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, (C₂-C₁₀)alkenyl, or (C₂-C₁₀)alkynyl,
 20 or

R₁₀₀ is C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 R₁₁₅ groups, or

R₁₀₀ is -(C₁-C₆ alkyl)-O-C₁-C₆ alkyl) or -(C₁-C₆ alkyl)-S-(C₁-C₆ alkyl), each of which is optionally substituted with 1,
 2, or 3 R₁₁₅ groups, or

R₁₀₀ is C₃-C₈ cycloalkyl optionally substituted with 1, 2, or 3 R₁₁₅ groups;

W is -(CH₂)₀₋₄-, -O-, -S(O)₀₋₂-, -N(R₁₃₅)-, -CR(OH)- or -C(O)-;

R₁₀₂ and R₁₀₂' independently are hydrogen, or

C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups that are independently halogen, aryl or -R₁₁₀;

R₁₀₅ and R'₁₀₅ independently represent -H, -R₁₁₀, -R₁₂₀, C₃-C₇ cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, or C₁-C₆ alkyl chain with one double bond and one triple bond, or

C₁-C₆ alkyl optionally substituted with -OH or -NH₂; or, C₁-C₆ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, or

R₁₀₅ and R'₁₀₅ together with the atom to which they are attached form a 3 to 7 membered carbocyclic ring, where one member is optionally a heteratom selected from -O-, -S(O)₀₋₂-, -N(R₁₃₅)-, the ring being optionally substituted with 1, 2 or three R₁₄₀ groups;

R₁₁₅ at each occurrence is independently halogen, -OH, -CO₂R₁₀₂, -C₁-C₆ thioalkoxy, -CO₂-phenyl, -NR₁₀₅R'₁₃₅, -SO₂-(C₁-C₈ alkyl), -C(=O)R₁₈₀, R₁₈₀, -CONR₁₀₅R'₁₀₅, -SO₂NR₁₀₅R'₁₀₅, -NH-CO-(C₁-C₆ alkyl), -NH-C(=O)-OH, -NH-C(=O)-OR, -NH-C(=O)-O-phenyl, -O-C(=O)-(C₁-C₆ alkyl), -O-C(=O)-amino, -O-C(=O)-mono- or dialkylamino, -O-C(=O)-phenyl, -O-(C₁-C₆ alkyl)-CO₂H, -NH-SO₂-(C₁-C₆ alkyl), C₁-C₆ alkoxy or C₁-C₆ haloalkoxy;

R₁₃₅ is C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₇ cycloalkyl, -(CH₂)₀₋₂-(aryl), -(CH₂)₀₋₂-(heteroaryl), or -(CH₂)₀₋₂-(heterocyclyl);

R₁₄₀ is heterocyclyl optionally substituted with 1, 2, 3, or 4 groups independently selected from C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C₁-C₆)alkylamino, di(C₁-C₆)alkylamino, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-C₆)alkyl, mono(C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-C₆)alkylamino(C₁-C₆)alkyl, and =O;

R₁₅₀ is hydrogen, C₃-C₇ cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkyl with one double bond and one triple bond, -R₁₁₀, -R₁₂₀, or

C₁-C₆ alkyl optionally substituted with 1, 2, 3, or 4 groups independently selected from -OH, -NH₂, C₁-C₃ alkoxy, R₁₁₀, and halogen;

5 R_{150'} is C₃-C₇ cycloalkyl, -(C₁-C₃ alkyl)-(C₃-C₇ cycloalkyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkyl with one double bond and one triple bond, -R₁₁₀, -R₁₂₀, or

C₁-C₆ alkyl optionally substituted with 1, 2, 3, or 4 groups independently selected from -OH, -NH₂, C₁-C₃ alkoxy, R₁₁₀, and halogen;

10 R₁₈₀ is selected from morpholinyl, thiomorpholinyl, piperazinyl, piperidinyl, homomorpholinyl, homothiomorpholinyl, homothiomorpholinyl S-oxide, homothiomorpholinyl S,S-dioxide, pyrrolinyl and pyrrolidinyl, each of which is optionally substituted
15 with 1, 2, 3, or 4 groups independently selected from C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C₁-C₆)alkylamino, di(C₁-C₆)alkylamino, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-C₆)alkyl, mono(C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-
20 C₆)alkylamino(C₁-C₆)alkyl, and =O;

R₁₁₀ is aryl optionally substituted with 1 or 2 R₁₂₅ groups;

R₁₂₅ at each occurrence is independently halogen, amino, mono- or dialkylamino, -OH, -C≡N, -SO₂-NH₂, -SO₂-NH-C₁-C₆ alkyl, -SO₂-N(C₁-C₆ alkyl)₂, -SO₂-(C₁-C₄ alkyl), -CO-NH₂, -CO-NH-
25 C₁-C₆ alkyl, or -CO-N(C₁-C₆ alkyl)₂, or

C₁-C₆ alkyl, C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently selected from C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, and mono- and dialkylamino, or
30

C₁-C₆ alkoxy optionally substituted with one, two or three of halogen;

R₁₂₀ is heteroaryl, which is optionally substituted with 1 or 2 R₁₂₅ groups; and

R₁₃₀ is heterocyclyl optionally substituted with 1 or 2 R₁₂₅ groups; and

R₂ is selected from the group consisting of H; C₁-C₆ alkyl, optionally substituted with 1, 2, or 3 substituents that are independently selected from the group consisting of C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b}; wherein

R_{1-a} and R_{1-b} are -H or C₁-C₆ alkyl;

-(CH₂)₀₋₄-aryl; -(CH₂)₀₋₄-heteroaryl; C₂-C₆ alkenyl; C₂-C₆ alkynyl; -CONR_{N-2}R_{N-3}; -SO₂NR_{N-2}R_{N-3}; -CO₂H; and -CO₂-(C₁-C₄ alkyl);

R₃ is selected from the group consisting of H; C₁-C₆ alkyl, optionally substituted with 1, 2, or 3 substituents independently selected from the group consisting of C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b}; -(CH₂)₀₋₄-aryl; -(CH₂)₀₋₄-heteroaryl; C₂-C₆ alkenyl; C₂-C₆ alkynyl; -CO-NR_{N-2}R_{N-3}; -SO₂-NR_{N-2}R_{N-3}; -CO₂H; and -CO-O-(C₁-C₄ alkyl);

wherein

R_{N-2} and R_{N-3} at each occurrence are independently selected from the group consisting of -C₁-C₈ alkyl optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of -OH, -NH₂, phenyl and halogen; -C₃-C₈ cycloalkyl; -(C₁-C₂ alkyl)-(C₃-C₈ cycloalkyl); -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl); -C₂-C₆ alkenyl; -C₂-C₆ alkynyl; -C₁-C₆ alkyl chain with one double bond and one triple bond; aryl; heteroaryl; heterocycloalkyl; or

R_{N-2}, R_{N-3} and the nitrogen to which they are attached form a 5, 6, or 7 membered heterocycloalkyl or heteroaryl group, wherein said heterocycloalkyl or heteroaryl group is optionally fused to a benzene, pyridine, or pyrimidine ring, and said

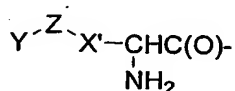
groups are unsubstituted or substituted with 1, 2, 3, 4, or 5 groups that at each occurrence are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, halo C₁-C₆ alkyl, halo C₁-C₆ alkoxy, -CN, -NO₂, -NH₂, NH(C₁-C₆ alkyl), N(C₁-C₆ alkyl)(C₁-C₆ alkyl), -OH, -C(O)NH₂, -C(O)NH(C₁-C₆ alkyl), -C(O)N(C₁-C₆ alkyl)(C₁-C₆ alkyl), C₁-C₆ alkoxy C₁-C₆ alkyl, C₁-C₆ thioalkoxy, and C₁-C₆ thioalkoxy C₁-C₆ alkyl;

or wherein,

R₂, R₃ and the carbon to which they are attached form a carbocycle of three thru seven carbon atoms, wherein one carbon atom is optionally replaced by a group selected from -O-, -S-, -SO₂-, or -NR_{N-2}-.

2. A compound according to claim 1 wherein R_N is R_N is R'₁₀₀, -C(=O)-NR₁₀₀-R'₁₀₀, -C(=O)O-R'₁₀₀, -SO₂R'₁₀₀, -(CRR')₁₋₆R'₁₀₀, -C(=O)-(CRR')₀₋₆R₁₀₀, -C(=O)-(CRR')₁₋₆O-R'₁₀₀, -C(=O)-(CRR')₁₋₆S-R'₁₀₀, -C(=O)-(CRR')₁₋₆-C(=O)-R₁₀₀, -C(=O)-(CRR')₁₋₆-SO₂-R₁₀₀, or -C(=O)-(CRR')₁₋₆-NR₁₀₀-R'₁₀₀.

3. A compound according to claim 1, wherein R_N is



wherein

X' is C₁-C₄ alkylidenyl optionally substituted with 1, 2, or 3 methyl groups; or -NR₄₋₆-, where R₄₋₆ is -H or C₁-C₆ alkyl; or

R₄ and R₄₋₆ combine to form -(CH₂)_{n₁₀}-, wherein n₁₀ is 1, 2, 3, or 4;

Z is selected from a bond; SO₂; SO; S; and C(O);
Y is selected from H; C₁-C₄ haloalkyl; C₅-C₆ heterocycloalkyl containing at least one N, O, or S; phenyl; OH; -N(Y₁)(Y₂); C₁-C₁₀ alkyl optionally substituted with 1 thru 3 substituents which can be the same or different and are

selected from halogen, hydroxy, alkoxy, thioalkoxy, and haloalkoxy; C₃-C₈ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from C₁-C₃ alkyl, and halogen; alkoxy; phenyl optionally substituted with halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, CN or NO₂; phenyl C₁-C₄ alkyl optionally substituted with halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, CN or NO₂; wherein

Y₁ and Y₂ are the same or different and are H; C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 substituents selected from the group consisting of halogen, C₁-C₄ alkoxy, C₃-C₈ cycloalkyl, and OH; C₂-C₆ alkenyl; C₂-C₆ alkanoyl; phenyl; -SO₂-C₁-C₄ alkyl; phenyl C₁-C₄ alkyl; and C₃-C₈ cycloalkyl C₁-C₄ alkyl; or

-N(Y₁)(Y₂) forms a ring selected from piperazinyl, piperidinyl, morpholinyl, and pyrrolidinyl, wherein each ring is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ alkoxy C₁-C₆ alkyl, or halogen.

4. A compound according to claim 1, wherein R₁ is aryl, heteroaryl, heterocyclyl, -C₁-C₆ alkyl-aryl, -C₁-C₆ alkyl-heteroaryl, or -C₁-C₆ alkyl-heterocyclyl, where the ring portions of each are optionally substituted with 1, 2, 3, or 4 groups independently selected from halogen, -OH, -SH, -C≡N, -NO₂, -NR₁₀₅R'₁₀₅, -CO₂R, -N(R)COR', or -N(R)SO₂R' (where R₁₀₅, R'₁₀₅, R and R' are as defined above), -C(=O)-(C₁-C₄) alkyl, -SO₂-amino, -SO₂-mono or dialkylamino, -C(=O)-amino, -C(=O)-mono or dialkylamino, -SO₂-(C₁-C₄) alkyl, or

C₁-C₆ alkoxy optionally substituted with 1, 2, or 3 groups which are independently selected from halogen, or

C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen,

-OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, -C₁-C₆ alkyl and mono- or dialkylamino, or
C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -
5 OH, -SH, -C≡N, -CF₃, -C₁-C₃ alkoxy, amino, mono- or dialkylamino and -C₁-C₃ alkyl, or
C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH,
10 -C≡N, -CF₃, C₁-C₃ alkoxy, amino, C₁-C₆ alkyl and mono- or dialkylamino; and the heterocyclyl group is optionally further substituted with oxo.

15 5. A compound according to claim 4, wherein R₁ is -C₁-C₆ alkyl-aryl, -C₁-C₆ alkyl-heteroaryl, or -C₁-C₆ alkyl-heterocyclyl, where the ring portions of each are optionally substituted with 1, 2, 3, or 4 groups independently selected from halogen, -OH, -SH, -C≡N, -NO₂, -NR₁₀₅R'₁₀₅, -CO₂R, -
20 N(R)COR', or -N(R)SO₂R' (where R₁₀₅, R'₁₀₅, R and R' are as defined above), -C(=O)-(C₁-C₄) alkyl, -SO₂-amino, -SO₂-mono or dialkylamino, -C(=O)-amino, -C(=O)-mono or dialkylamino, -SO₂-(C₁-C₄) alkyl, or

25 C₁-C₆ alkoxy optionally substituted with 1, 2, or 3 groups which are independently selected from halogen, or

C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, -C₁-C₆ alkyl and mono- or dialkylamino, or

30 C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, -C₁-C₃ alkoxy, amino, mono- or dialkylamino and -C₁-C₃ alkyl, or

C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl each of which is optionally substituted with 1, 2, or 3 groups independently selected from

halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, C₁-C₆ alkyl and mono- or dialkylamino; and the heterocyclyl group is optionally further substituted with oxo.

6. A compound according to claim 1 wherein:

R_N is -C(=O)-R₁₀₀; and

R₁₀₀ represents aryl, or heteroaryl, where the ring portions of each are optionally substituted with 1, 2, or 3 groups independently selected from

-OR, -NO₂, C₁-C₆ alkyl, halogen, -C≡N, -OCF₃, -CF₃, -(CH₂)₀₋₄-O-P(=O)(OR)(OR'), -(CH₂)₀₋₄-CO-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-O-(CH₂)₀₋₄-CONR₁₀₂R'₁₀₂, -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkenyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkynyl), -(CH₂)₀₋₄-CO-(CH₂)₀₋₄(C₃-C₇ cycloalkyl), -(CH₂)₀₋₄-R₁₁₀, -(CH₂)₀₋₄-R₁₂₀, -(CH₂)₀₋₄-R₁₃₀, -(CH₂)₀₋₄-CO-R₁₁₀, -(CH₂)₀₋₄-CO-R₁₂₀, -(CH₂)₀₋₄-CO-R₁₃₀, -(CH₂)₀₋₄-CO-R₁₄₀, -(CH₂)₀₋₄-CO-O-R₁₅₀, -(CH₂)₀₋₄-SO₂-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl), -(CH₂)₀₋₄-SO₂-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-SO₂-(CH₂)₀₋₄-(C₃-C₇ cycloalkyl), -(CH₂)₀₋₄-N(R₁₅₀)-CO-O-R₁₅₀, -(CH₂)₀₋₄-N(R₁₅₀)-CO-N(R₁₅₀)₂, -(CH₂)₀₋₄-N(R₁₅₀)-CS-N(R₁₅₀)₂, -(CH₂)₀₋₄-N(R₁₅₀)-CO-R₁₀₅, -(CH₂)₀₋₄-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-R₁₄₀, -(CH₂)₀₋₄-O-CO-(C₁-C₆ alkyl), -(CH₂)₀₋₄-O-P(O)-(O-R₁₁₀)₂, -(CH₂)₀₋₄-O-CO-N(R₁₅₀)₂, -(CH₂)₀₋₄-O-CS-N(R₁₅₀)₂, -(CH₂)₀₋₄-O-(R₁₅₀), -(CH₂)₀₋₄-O-R₁₅₀'-COOH, -(CH₂)₀₋₄-S-(R₁₅₀), -(CH₂)₀₋₄-N(R₁₅₀)-SO₂-R₁₀₅, -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, (C₂-C₁₀) alkenyl, or (C₂-C₁₀) alkynyl.

7. A compound according to claim 1 wherein:

R_C is hydrogen, -(CR₂₄₅R₂₅₀)₀₋₄-aryl, -(CR₂₄₅R₂₅₀)₀₋₄-heteroaryl, -(CR₂₄₅R₂₅₀)₀₋₄-heterocyclyl,

C₂-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of R₂₀₅, R₁₁₀, R₁₂₀, R₁₃₀, -OC=ONR₂₃₅R₂₄₀, -S(=O)₀₋₂(C₁-C₆ alkyl), -SH, and -S(=O)₂NR₂₃₅R₂₄₀,

- (CH₂)₀₋₃-(C₃-C₈) cycloalkyl wherein the cycloalkyl is optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of R₂₀₅, -CO₂H, and -CO₂-(C₁-C₄ alkyl), or

5 C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl, each of which is optionally substituted with 1, 2, or 3 independently selected R₂₀₅ groups, wherein

each aryl and heteroaryl is optionally substituted with 1, 2, or 3 R₂₀₀, and wherein each heterocyclyl is

10 optionally substituted with 1, 2, 3, or 4 independently selected R₂₁₀ groups.

8. A compound according to claim 1 wherein R₂, R₃, and R₂₀ are each hydrogen.

15 9. A compound according to claim 1 selected from the group consisting of:

N-(3,5-difluorobenzyl)-N-{(2R)-2-hydroxy-3-[(3-iodobenzyl)amino]propyl}-5-methyl-N',N'-dipropylisophthalamide;

N-[2-(3,5-difluorophenyl)ethyl]-N-{(2R)-2-hydroxy-3-[(3-iodobenzyl)amino]propyl}-5-methyl-N',N'-dipropylisophthalamide;

3-[[[2-(3,5-difluorophenyl)ethyl]{(2R)-2-hydroxy-3-[(3-iodobenzyl)amino]propyl}amino)sulfonyl]-N,N-dipropylbenzamide;

N-(3,5-difluorobenzyl)-N-((2R)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-5-methyl-N',N'-dipropylisophthalamide;

N-[2-(3,5-difluorophenyl)ethyl]-N-((2R)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}-2-hydroxypropyl)-5-methyl-N',N'-dipropylisophthalamide;

3-{[[2-(3,5-difluorophenyl)ethyl]{(2R)-3-{[(4R)-

6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl] amino}-2-hydroxypropyl) amino] sulfonyl}-N,N-dipropylbenzamide;

N-(3,5-difluorobenzyl)-N-{(2R)-2-hydroxy-3-[(3-iodobenzyl) amino] propyl}-N',N',5-trimethylisophthalamide;

N-[2-(3,5-difluorophenyl) ethyl]-N-{(2R)-2-hydroxy-3-[(3-iodobenzyl) amino] propyl}-N',N',5-trimethylisophthalamide;

3-[[[2-(3,5-difluorophenyl) ethyl] {(2R)-2-hydroxy-3-[(3-iodobenzyl) amino] propyl} amino) sulfonyl]-N,N-dimethylbenzamide;

N-(3,5-difluorobenzyl)-N-((2R)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl] amino}-2-hydroxypropyl)-N',N',5-trimethylisophthalamide;

N-[2-(3,5-difluorophenyl) ethyl]-N-((2R)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl] amino}-2-hydroxypropyl)-N',N',5-trimethylisophthalamide;

3-{[[[2-(3,5-difluorophenyl) ethyl] ((2R)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl] amino}-2-hydroxypropyl) amino] sulfonyl]-N,N-dimethylbenzamide;

N-(3-chloro-5-fluorobenzyl)-N-{(2R)-2-hydroxy-3-[(3-iodobenzyl) amino] propyl}-5-methyl-N',N'-dipropylisophthalamide;

N-[2-(3-chloro-5-fluorophenyl) ethyl]-N-{(2R)-2-hydroxy-3-[(3-iodobenzyl) amino] propyl}-5-methyl-N',N'-dipropylisophthalamide;

3-[[[2-(3-chloro-5-fluorophenyl) ethyl] {(2R)-2-hydroxy-3-[(3-iodobenzyl) amino] propyl} amino] sulfonyl]-N,N-dipropylbenzamide;

N-(3-chloro-5-fluorobenzyl)-N-((2R)-3-{[(4R)-6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl] amino}-2-hydroxypropyl)-5-methyl-N',N'-

dipropylisophthalamide;

N- [2- (3-chloro-5-fluorophenyl) ethyl] -N- ((2R) -3-
{ [(4R) -6-ethyl-2,2-dioxido-3,4-dihydro-1H-
isothiochromen-4-yl] amino} -2-hydroxypropyl) -5-methyl-
N', N'-dipropylisophthalamide;

3- { [[2- (3-chloro-5-fluorophenyl) ethyl] ((2R) -3-
{ [(4R) -6-ethyl-2,2-dioxido-3,4-dihydro-1H-
isothiochromen-4-yl] amino} -2-
hydroxypropyl) amino] sulfonyl} -N, N-dipropylbenzamide;

N- [(2R) -3- (benzylamino) -2-hydroxypropyl] -N- (3,5-
difluorobenzyl) -5-methyl-N', N'-dipropylisophthalamide;

N- [(2R) -3- (benzylamino) -2-hydroxypropyl] -N- [2-
(3,5-difluorophenyl) ethyl] -5-methyl-N', N'-
dipropylisophthalamide; and

3- ({ [(2R) -3- (benzylamino) -2-hydroxypropyl] [2-
(3,5-difluorophenyl) ethyl] amino} sulfonyl) -N, N-
dipropylbenzamide.

10. A pharmaceutical composition comprising a compound according to any one of claims 1-9, in combination with a physiologically acceptable carrier or excipient.

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11. The use of a compound or salt according to claim 1 for the manufacture of a medicament.

12. The use of a compound or salt according to claim 1
10 for the manufacture of a medicament for use in the treatment or prevention of Alzheimer's disease, mild cognitive impairment Down's syndrome, Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type, cerebral amyloid angiopathy, other degenerative dementias, dementias of mixed
15 vascular and degenerative origin, dementia associated with Parkinson's disease, dementia associated with progressive supranuclear palsy, dementia associated with cortical basal

degeneration, or diffuse Lewy body type of Alzheimer's disease.

13. A method for treating a patient who has, or in preventing a patient from getting, a disease or condition selected from the group consisting of Alzheimer's disease, for helping prevent or delay the onset of Alzheimer's disease, for treating patients with mild cognitive impairment (MCI) and preventing or delaying the onset of Alzheimer's disease in those who would progress from MCI to AD, for treating Down's syndrome, for treating humans who have Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type, for treating cerebral amyloid angiopathy and preventing its potential consequences, i.e. single and recurrent lobar hemorrhages, for treating other degenerative dementias, including dementias of mixed vascular and degenerative origin, dementia associated with Parkinson's disease, dementia associated with progressive supranuclear palsy, dementia associated with cortical basal degeneration, or diffuse Lewy body type of Alzheimer's disease and who is in need of such treatment, comprising administering to such patient a therapeutically effective amount of a compound of claim 1.

14. A method for the treatment or prevention of Alzheimer's disease, mild cognitive impairment Down's syndrome, Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type, cerebral amyloid angiopathy, other degenerative dementias, dementias of mixed vascular and degenerative origin, dementia associated with Parkinson's disease, dementia associated with progressive supranuclear palsy, dementia associated with cortical basal degeneration, diffuse Lewy body type of Alzheimer's disease comprising administration of a therapeutically effective amount of a compound or salt according to Claim 1, to a patient in need thereof.

15. A method for making a compound of claim 1.